STRONGBOW EXPLORATION INC.

CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

OCTOBER 31, 2018

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

Reader's Note

These consolidated condensed interim financial statements of Strongbow Exploration Inc. ("Strongbow") for the nine months ended October 31, 2018 have been prepared by and are the responsibility of Strongbow's management.

Strongbow's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

STRONGBOW EXPLORATION INC.
CONSOLIDATED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

		October 31, 2018		January 31, 2018
ASSETS				
Current				
Cash	$	1,048,843	$	6,948,928
Marketable securities (Note 5)		3,398,034		515,521
Receivables		190,145		158,363
Deferred financing fees (Note 6)		544,121		406,311
Prepaid expenses		33,314		133,729
		5,214,457		8,162,852
Deposits		36,544		29,093
Property, plant and equipment (Note 7)		4,738,513		1,508,300
Royalties (Note 8)		1,500,000		1,500,000
Exploration and evaluation assets (Note 9)		7,076,520		5,741,629
	$	18,566,034	$	16,941,874
LIABILITIES				
Current				
Accounts payable and accrued liabilities	$	528,632	$	619,603
Debt (Note 10)		4,366,969		3,917,432
Royalty option (Note 10)		2,886,514		2,886,514
Long-term liability (Note 11)		1,424,430		1,283,047
		9,206,545		8,706,596
CAPITAL AND RESERVES				
Capital stock (Note 12)		37,233,437		35,180,604
Commitment to issue shares (Note 9)		-		2,000,000
Capital Contribution (Note 11)		507,665		507,665
Share-based payment reserve (Note 12)		5,048,712		4,868,494
Investment revaluation reserve		-		61,357
Deficit		(33,430,325)		(34,382,842)
		9,359,489		8,235,278
	$	18,566,034	$	16,941,874

Nature and Continuance of Operations and Going Concern Assumption (Note 1)
Subsequent Events (Note 18)

Approved and authorized on behalf of the Board on December 18, 2018:

"D. Grenville Thomas" Director *"Richard Williams"* Director

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

STRONGBOW EXPLORATION INC.
CONSOLIDATED CONDENSED INTERIM STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Three Months Ended October 31, 2018	Three Months Ended October 31, 2017	Nine Months Ended October 31, 2018	Nine Months Ended October 31, 2017
EXPENSES				
Accretion (Note 10 and 11)	$ 203,067	$ 42,875	$ 590,920	$ 122,942
Advertising and promotion	187,881	77,001	525,307	347,630
Depreciation (Note 7)	568	643	1,704	1,878
Insurance	11,682	11,063	36,351	33,227
Office, miscellaneous and rent	23,273	41,695	85,775	83,716
Professional fees	20,565	85,759	341,097	309,570
Generative exploration (recovery) costs	-	1,936	2,139	(109,103)
Regulatory and filing fees	1,619	1,510	16,018	16,096
Share-based compensation (Note 12)	24,413	25,919	180,218	144,951
Salaries and benefits (Note 13)	172,306	72,508	426,925	224,248
Total operating expenses	(645,374)	(360,909)	(2,206,454)	(1,175,155)
Foreign exchange loss	(15,618)	(5,407)	(65,158)	(11,875)
Interest income	-	-	18,612	-
Realized gain on marketable securities	204,592	-	204,592	-
Unrealized gain on marketable securities	2,744,718	-	2,939,568	-
Income (loss) before income taxes	2,288,318	(366,316)	891,160	(1,187,030)
Income tax recovery	-	9,763	-	9,763
Income (loss) for the period	2,288,318	(356,553)	891,160	(1,177,267)
Other comprehensive income for the period				
Unrealized gain on marketable securities (Note 5)	-	76,987	-	65,337
Total comprehensive income (loss) for the period	$ 2,288,318	$ (279,566)	$ 891,160	$ (1,111,930)
Basic and diluted income (loss) per share	$ 0.03	$ (0.00)	$ 0.01	$ (0.02)
Weighted average number of common shares outstanding	86,577,918	69,473,423	82,401,645	63,661,667

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

STRONGBOW EXPLORATION INC.
CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	For the Nine Months Ended October 31, 2018	October 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) for the period	$ 891,160	$ (1,177,267)
Items not involving cash:		
Accretion	590,920	122,942
Depreciation	1,704	1,878
Generative exploration costs	-	(117,000)
Share-based compensation	180,218	144,951
Unrealized gain on marketable securities	(2,939,568)	-
Realized gain on marketable securities	(204,592)	-
Loss on the sale of property, plant and equipment	713	-
Income tax recovery	-	(9,763)
Changes in non-cash working capital items:		
Decrease in receivables	44,918	26,795
Decrease (increase) in prepaid expenses	100,415	(17,186)
Decrease in accounts payable and accrued liabilities	(173,696)	(7,868)
Net cash used in operating activities	(1,507,808)	(1,032,518)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(3,502,458)	(271,875)
Proceeds from the sale of property, plant and equipment	500	-
Acquisition of exploration and evaluation assets	(1,002,326)	(991,764)
Increase in deposits	(7,450)	(24,793)
Proceeds from the sale of marketable securities, net	286,965	-
Acquisition of marketable securities	(25,318)	-
Net cash used in investing activities	(4,250,087)	(1,288,432)
CASH FLOWS FROM FINANCING ACTIVITIES		
Common shares issued – warrant exercise	52,833	113,900
Common shares issued – private placement financing, net	-	2,162,868
Increase in deferred financing fees	(195,023)	(148,562)
Net cash (used in) provided by financing activities	(142,190)	2,128,206
Change in cash during the period	(5,900,085)	(192,744)
Cash, beginning of the period	6,948,928	1,721,363
Cash, end of the period	$ 1,048,843	$ 1,528,619
Cash paid during the period for interest	$ -	$ -
Cash paid during the period for income taxes	$ -	$ -

Supplemental disclosure with respect to cash flows (Note 14)

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

STRONGBOW EXPLORATION INC.
CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
NINE MONTHS ENDED OCTOBER 31
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Number of Shares	Amount	Commitment to Issue Shares	Capital Contribution	Share-based Payment Reserve	Investment Revaluation Reserve	Deficit	Total
Balance at January 31, 2017	60,573,360	$ 32,723,836	$ 2,000,000	$ 507,665	$ 4,448,286	$ 13,289	$(32,149,791)	$ 7,543,285
Private placement	15,714,228	2,199,992	-	-	-	-	-	2,199,992
Shares issue costs	-	(37,124)	-	-	-	-	-	(37,124)
Common shares issued upon warrant exercise	569,500	113,900	-	-	-	-	-	113,900
Share-based compensation	-	-	-	-	144,951	-	-	144,951
Unrealized loss on marketable securities	-	-	-	-	-	65,337	-	65,337
Loss for the period	-	-	-	-	-	-	(1,177,267)	(1,177,267)
Balance at October 31, 2017	**76,857,088**	**$ 35,000,604**	**$ 2,000,000**	**$ 507,665**	**$ 4,593,237**	**$ 78,626**	**$(33,327,058)**	**$ 8,853,074**
Balance at January 31, 2018	77,857,088	$ 35,180,604	$ 2,000,000	$ 507,665	$ 4,868,494	$ 61,357	$(34,382,842)	$ 8,235,278
Common shares issued upon warrant exercise	264,166	52,833	-	-	-	-	-	52,833
Commitment to issue shares pursuant to property option agreement (Note 9)	8,456,664	2,000,000	(2,000,000)	-	-	-	-	-
Share-based compensation	-	-	-	-	180,218	-	-	180,218
Reclassification on the adoption of IFRS (Note 2)	-	-	-	-	-	(61,357)	61,357	-
Income for the period	-	-	-	-	-	-	891,160	891,160
Balance at October 31, 2018	**86,577,918**	**$37,233,437**	**$ -**	**$ 507,665**	**$ 5,048,712**	**$ -**	**$ (33,430,325)**	**$ 9,359,489**

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN ASSUMPTION

Strongbow Exploration Inc. (the "Company" or "Strongbow") exists under the laws of the *Canada Business Corporations Act* ("CBCA"). The Company trades on the TSX Venture Exchange ("TSX-V"), (TSX-V – SBW) and its head office is located at Suite 960 – 789 West Pender Street, Vancouver, BC, Canada V6C 1H2. The Company has two wholly-owned subsidiaries: Strongbow Alaska, Inc. which was incorporated under the laws of Alaska, USA and Strongbow Exploration (UK) Ltd., which was incorporated under the laws of the United Kingdom.

The Company's principal business activity is the acquisition and exploration of exploration and evaluation assets. To date, the Company has not generated significant revenues from operations and is considered to be in the exploration stage.

The Company is in the process of acquiring and exploring its exploration and evaluation assets and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets and related deferred costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the financing necessary to complete the development of its exploration and evaluation assets and upon future profitable production.

These consolidated condensed interim financial statements have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. However, the Company has sustained substantial losses from operations since inception and has no current source of revenue. Continued operations of the Company and further exploration on the remaining exploration and evaluation assets is dependent on the Company's ability to complete additional equity financings or generate profitable operations in the future. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These consolidated condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported amounts of expenses and the classification of statement of financial position items if the going concern assumption was inappropriate. These adjustments could be material.

As at October 31, 2018, the Company had current assets of $5,214,457 to settle current liabilities of $528,632. Although the Company has positive working capital of $4,685,826 as at October 31, 2018, the Company may be required to delay discretionary expenditures if additional financing cannot be obtained on reasonable terms. Failure to obtain additional financing when required may result in the loss of some or all, of the Company's exploration and evaluation assets (Note 9).

2. BASIS OF PRESENTATION

Statement of Compliance

These consolidated condensed interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34") using the same accounting policies and methods of application as the audited consolidated financial statements of the Company for the year ended January 31, 2018, except for the adoption of IFRS 9 – Financial Instruments ("IFRS 9") as outlined below. These consolidated condensed interim financial statements do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual audited consolidated financial statements and accordingly should be read in conjunction with the Company's annual audited consolidated financial statements for the year ending January 31, 2018 prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB").

The policies applied in these consolidated condensed interim financial statements are based on IFRS issued and outstanding as of December 18, 2018, the date the Board of Directors approved the statements.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These consolidated condensed interim financial statements are expressed in Canadian dollars, the Company's functional and presentation currency, the currency of the primary economic environment in which it operates. These consolidated condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as *financial instruments at fair value through profit and loss*, which are stated at their fair value. In addition, these consolidated condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Change in accounting policy – financial instruments

On February 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9") which replaced IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 provides a revised model for recognition and measurement of financial assets and a single, forward-looking 'expected loss' impairment model. IFRS 9 also includes significant changes to hedge accounting. The standard is effective for annual periods beginning on or after February 1, 2018. The Company adopted the standard retrospectively. IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities except for marketable securities (Note 5).

As a result of adopting this standard, the Company has changed its accounting policy for financial assets retrospectively, for assets that were recognized at the date of application. An assessment has been made and the impact to the Company's financial statements was to reclassify its available-for-sale marketable securities to fair value through profit or loss. As the Company adopted IFRS 9 retrospectively without restatement of comparative amounts, this resulted in a reclassification of $61,357 from investment revaluation reserve to deficit on February 1, 2018. Future changes in the fair value of these marketable securities will be recorded directly in profit or loss. No other differences of any significance have been noted in relation to the adoption of IFRS 9.

The following are new accounting policies for financial assets under IFRS 9. All other aspects of the Company's accounting policies for financial instruments as disclosed in note 3 to the audited consolidated financial statements for the year ended January 31, 2018 are unaffected.

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the income statement in the period in which they arise.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES - *Continued*

Change in accounting policy – financial instruments - *Continued*

Financial assets at amortized cost - Continued

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in the income statement. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

The Company completed an assessment of its financial instruments as at February 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9.

	Original classification under IAS 39	New classification under IFRS 9
Cash	FVTPL	FVTPL
Marketable securities	Available-for-sale	FVTPL
Receivables	Loans and receivables – amortized cost	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities – amortized cost	Amortized cost
Debt	Other financial liabilities – amortized cost	Amortized cost
Long-term liability	Other financial liabilities – amortized cost	Amortized cost

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized. Given the nature and balances of the Company’s receivables the Company has no material loss allowance at adoption or as at October 31, 2018.

Change in accounting policy – revenue from contracts with customers

On February 1, 2018, the Company adopted IFRS 15 - Revenue from Contracts with Customers (“IFRS 15”). IFRS 15 utilizes a methodical framework for entities to follow in order to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. As the Company has no revenues, the change did not impact accumulated deficit or any assets and liabilities on the transition date.

New Standards Not Yet Adopted

IFRS 16, Leases (“IFRS 16”) is effective for annual periods commencing on or after January 1, 2019. This new standard eliminates the classification of leases as either operating leases or finance leases and introduces a single lessee accounting model which requires the lessee to recognize assets and liabilities for all significant leases with a term of longer than 12 months. The Company is currently evaluating the impact of this new standard on its financial statements. The Company’s initial assessment is that IFRS 16 will result in an increase in assets and liabilities as fewer lease payments will be expensed, which will also result in an increase in depreciation expense and also an increase in cash flow from operating activities as these lease payments will be recorded as financing outflows in the consolidated statements of cash flows. The Company has not yet determined whether such adjustments will be material.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, marketable securities, receivables, accounts payable and accrued liabilities, debt and a long-term liability. The carrying value of receivables, accounts payable and accrued liabilities approximate their fair values due to their immediate or short-term maturity. Marketable securities which are publicly traded are recorded at fair value based on the quoted market prices in active markets at the statement of financial position date, which is consistent with level 1 of the fair value hierarchy; marketable securities that are not publicly traded are recorded at fair value using estimates consistent with level 3 of the fair value hierarchy (inputs are not based on observable market data). Debt and the long-term liability are initially recorded at fair value and subsequently carried at amortized cost.

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, liquidity risk, foreign currency risk, equity market risk and commodity price risk. The Company's objective with respect to risk management is to minimize potential adverse effects on the Company's financial performance. The Board of Directors provides direction and guidance to management with respect to risk management. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise the funds required through future equity financings, asset sales, exploration option agreements, or a combination thereof. The Company has no regular cash flow from its operating activities. The Company manages its liquidity risk by forecasting cash flow requirements for its planned exploration and corporate activities and anticipating investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of annual budgets and significant expenditures and commitments. Failure to realize additional funding, as required, could result in the delay or indefinite postponement of further exploration of the Company's properties, and could result in the Company being unable to meet the continued listing requirements of the TSX-V. As at October 31, 2018, the Company had current assets of $5,214,457 to settle current liabilities of $528,632.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company's receivables consist primarily of sales tax receivables due from the Canadian and UK governments and receivables from companies with which the Company has exploration agreements or options. The maximum exposure to credit risk at the reporting date is the carrying value of the Company's receivables and cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Foreign Currency Risk

The Company has exposure to foreign currency risk through its exploration and evaluation assets in the United States and the United Kingdom. To the extent that the Company has monetary assets or liabilities or expenses denominated in US Dollars or UK Pounds Sterling, the Company will be affected by changes in exchange rates between the Canadian dollar and these currencies. The Company does not presently invest in foreign currency contracts to mitigate this risk. It is management's opinion that the Company is not exposed to significant foreign currency risk as at and for the nine months ended October 31, 2018.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the fair value or future cash flows of a financial instrument fluctuate due to changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of any short-term investment included in cash is limited because these investments, although readily convertible to cash, are generally held to maturity.

(Expressed in Canadian dollars)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - *Continued*

Equity market risk

The Company is exposed to equity price risk arising from its marketable securities, which are classified as FVTPL. The Company plans to sell its marketable securities as market conditions permit, or as is required to finance the Company's operations from time-to-time.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. The ability of the Company to explore its exploration and evaluation assets and future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity prices to determine appropriate actions to be undertaken.

5. MARKETABLE SECURITIES

The Company holds 3,053,500 common shares in two TSX-V listed companies (January 31, 2018 – 3,525,000 common shares in three TSX-V listed companies) and 1,261,109 common shares (January 31, 2018 – 38,638) in two private mineral exploration companies located in the United Kingdom. Refer to Note 4 for further information on the measurement of fair value. A change in fair value of the marketable securities is included in profit and loss for the period.

				October 31, 2018				January 31, 2018
		Cost		**Fair Market Value****		Cost		Fair Market Value
Various public companies	$	277,015	$	3,248,245	$	320,525	$	391,050
Private company shares		149,789		149,789		124,471		124,471
	$	426,804	**$**	**3,398,034**	$	444,996	$	515,521

**Includes 3,033,500 (January 31, 2018 – 3,500,000) common shares (fair market value of $3,245,845; January 31, 2018 - $385,000) of Westhaven Ventures Inc. ("Westhaven") a company related to the Company by virtue of a common director (D. Grenville Thomas).

During the nine months ended October 31, 2018, the Company acquired 1,222,471 common shares of a private company based in the United Kingdom at a value of $25,318.

During the nine months ended October 31, 2018, the Company received net proceeds of $286,965 from the sale of 471,500 common shares (466,500 common shares of Westhaven) and recognized a gain of $204,592 from the sale as compared to their fair value as at July 31, 2018.

6. DEFERRED FINANCING FEES

Deferred financing fees of $544,121 (January 31, 2018 - $406,311) consist primarily of legal, accounting and related professional fees incurred in connection with a proposed listing of the Company's common shares and a concurrent financing on the Alternative Investment Market ("AIM") in London, UK. The deferred financing fees will be applied against the gross proceeds on completion of the equity financing. In the event that a listing and concurrent equity financing on AIM are not completed, the deferred financing fees will be expensed.

(Expressed in Canadian dollars)

7. PROPERTY, PLANT AND EQUIPMENT

Cost	Computer Equipment	Software	Furniture & Fixtures	Land & Site	Motor Vehicles	Water Treatment Plant* (in progress)	Equipment	Total
As at January 31, 2018	$ 82,412	$ 29,171	$ 26,294	$ 665,000	$ 33,000	$ 560,718	$ 327,535	$ 1,724,130
Additions	6,572	-	3,753	846,835	-	2,642,614	-	3,499,774
Disposals	(2,398)	-	-	-	-	-	-	(2,398)
Transfers**	-	-	-	-	-	(197,955)		(197,955)
As at October 31, 2018	**$ 86,586**	**$ 29,171**	**$ 30,047**	**$1,511,835**	**$ 33,000**	**$ 3,005,377**	**$ 327,535**	**$ 5,023,551**
Accumulated Depreciation								
As at January 31, 2018	$ (50,998)	$ (14,585)	$ (3,789)	$ -	$ (13,943)	$ -	$ (132,515)	$ (215,830)
Depreciation	(1,704)	-	-	-	-	-	-	(1,704)
Capitalized depreciation	(5,955)	(10,939)	(3,627)	-	(4,288)	-	(43,880)	(68,689)
Disposals	1,185	-	-	-	-	-	-	1,185
As at October 31, 2018	**$ (57,472)**	**$ (25,524)**	**$ (7,416)**	**$ -**	**$ (18,231)**	$ -	**$ (176,395)**	**$ (285,038)**
Net book value								
As at January 31, 2018	$ 31,414	$ 14,586	$ 22,505	$ 665,000	$ 19,057	$ 560,718	$ 195,020	$ 1,508,300
As at October 31, 2018	**$ 29,114**	**$ 3,647**	**$ 22,631**	**$1,511,835**	**$ 14,769**	**$ 3,005,377**	**$ 151,140**	**$ 4,738,513**

* The Company is in the process of constructing a permanent water treatment facility which will cost approximately $8,000,000. The Company expects that the water treatment plant will be completed in the next six to twelve months depending on whether the Company can secure additional financing. The water treatment plant (in progress) is currently not depreciated. Depreciation will commence once the asset is complete and available for its intended use.

** Certain costs from prior year included in the water treatment plant have been reclassified to exploration and evaluation assets to ensure consistency in categorization.

(Expressed in Canadian dollars)

8. ROYALTIES

Mactung and Cantung Royalty Acquisition

In March 2016, the Company purchased from Teck Resources Limited ("Teck") a 4% net smelter return royalty ("NSR") on the Mactung tungsten project (one-half of which (2%) may be purchased by the property owner at any time for $2,500,000) and a 1% NSR on the Cantung tungsten project (collectively, the "Royalties"). The Mactung project (non-producing) is located in the Yukon and the Northwest Territories; the Cantung project (non-producing) is located in the Northwest Territories. The Company paid $1,500,000 to Teck upon closing of the acquisition and will make a further $1,500,000 payment to Teck on the earlier of a development decision at Mactung or the re-commencement of commercial production at Cantung.

Osisko, a significant shareholder of the Company, provided a $1,500,000 interest-free line of credit to the Company to complete the royalty acquisition (Note 11).

9. EXPLORATION AND EVALUATION ASSETS

	January 31, 2018 (as reclassified*)	Transfer from Water Treatment Plant**	Expended During the Period	**October 31, 2018**
Tin Properties, Alaska, USA				
Exploration costs	$ 18,738	$ -	$ 23	**$ 18,761**
Tenure costs	118,598	-	54,931	**173,529**
Geological and assays	6,541	-	-	**6,541**
Office and remuneration costs	3,506	-	-	**3,506**
Asset acquisition	656,134	-	-	**656,134**
	803,517	-	54,954	**858,471**
South Crofty, Cornwall, UK				
Exploration costs	561,208	-	211,779	**772,987**
Tenure and utility costs	311,818	197,955	187,912	**697,685**
Office and remuneration costs	997,143	-	613,602	**1,610,745**
Capitalized depreciation	169,040	-	68,689	**237,729**
Asset acquisition	3,023,374	-	-	**3,023,374**
Recovery costs	(124,471)	-	-	**(124,471)**
	4,938,112	197,955	1,081,982	**6,218,049**
	$ 5,741,629	$ 197,955	$ 1,136,936	**$ 7,076,520**

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing.

* Opening balances have been reclassified to provide enhanced disclosure relevant to the nature of expenditure being incurred on the projects.

** Certain costs from prior year included in the water treatment plant have been reclassified to exploration and evaluation assets to ensure consistency in categorization

9. EXPLORATION AND EVALUATION ASSETS - *Continued*

South Crofty Tin Project, Cornwall, UK

On March 16, 2016 the Company entered into a Share Purchase Agreement ("SPA") with Galena Special Situations Fund ("Galena") and Tin Shield Production Ltd. ("Tin Shield") (collectively, the "Sellers"). Under the terms of this SPA, on July 11, 2016, the Company acquired, from administration, a 100% interest in the South Crofty Tin Project and associated mineral rights in Cornwall, UK. The Company, through its wholly-owned subsidiary Strongbow Exploration (UK) Limited owns a 100% interest in Western United Mines Limited ("WUML") and Cornish Minerals Limited (Bermuda) (collectively the "Companies"). The Companies hold the rights to the South Crofty underground mine permission area, plus additional mineral rights located in various parts of Cornwall, UK.

This transaction was accounted for as an asset acquisition as at the time of the transaction, neither WUML nor Cornish Minerals Limited (Bermuda) met the definition of a business. The consideration paid was allocated to the acquired assets based on their fair value at the July 11, 2016 date of acquisition. The purchase price of the acquisition has been primarily allocated as follows:

Purchase price		
Common shares issued (2,000,000 shares)	**$**	**400,000**
Exit from administration		**248,820**
Tin Shield reimbursement for operating costs		**318,000**
Tin Shield payment (US $80,000)		**104,968**
Commitment to issue shares		**2,000,000**
Transaction costs		**781,586**
	$	**3,853,374**

Net Assets Acquired		
Equipment	**$**	**345,000**
Land and site		**665,000**
Exploration and evaluation assets		**2,843,374**
	$	**3,853,374**

In addition to the cash and common share consideration of $1,853,374 paid on July 11, 2016, the Company agreed to the following additional payments and share issuances under the terms of the SPA:

- Strongbow to make a $2,000,000 payment to the Sellers on the second anniversary of the approval vote by creditors for WUML's exit from administration (date set at June 10, 2018). While Strongbow had the right to settle 50% of this payment in cash, the Company settled 100% of this payment with the issuance of common shares (Note 12) and recorded a commitment to issue shares totaling $2,000,000 at the date of acquisition.
- Strongbow to issue 1,000,000 common shares to the Sellers upon receipt of a permit to increase water discharge from the old mine workings from 10,000m^3 per day to 25,000m^3 per day (issued November 1, 2017 at a value of $180,000).
- Strongbow to issue 2,000,000 common shares to the Sellers on delivery of a positive feasibility study or commencement of commercial production, whichever occurs first.
- Strongbow to make a cash and / or common share payment to the Sellers equal to 25% of the Net Present Value ("NPV") of the project upon making a decision to go into production. In the event that Strongbow's market capitalization is less than the NPV of the project when a production decision is made, Strongbow will pay the equivalent of 25% of its market value to the Sellers and the balance (between the 25% of market value and 25% of the NPV of the project) will be paid out as a 5% Net Profits Interest from production.

9. EXPLORATION AND EVALUATION ASSETS – *Continued*

South Crofty Tin Project, Cornwall, UK – Continued

- In the event that Strongbow transfers any assets, rights, or entitlements to certain mineral rights which are not part of the core mineral rights (the "Other Mineral Rights") to a third party before the agreed consideration has been paid to the Sellers, then the Sellers will be entitled to receive a payment equal to 10% of any consideration received for the Other Mineral Rights, to a maximum of $1,000,000.

In March 2018, the Company, Galena and Tin Shield entered into a side letter to the SPA (the "March 2018 side letter"). This side letter amended the terms of the deferred cash and share compensation payable to the Sellers in connection with the acquisition of the South Crofty Tin Project, provided that the Company's shares are listed on AIM prior to January 1, 2019.

Upon admission to AIM, the Company will pay US$6,000,000 to the Sellers (the "AIM Listing Payment"), of which US$3,000,000 will be payable in cash with the balance of US$3,000,000 to be settled through the issuance of Strongbow common shares. Pricing of the Strongbow common shares will be based on the common shares issued as part of the AIM listing and will have the same rights as the common shares listed on AIM. In the event that the AIM listing occurs after June 10, 2018, the Company will make the $2,000,000 payment due to the Sellers on June 10, 2018 (as noted above), and this payment will be applied against the AIM Listing Payment. On June 10, 2018, the Company issued 8,456,664 in common shares, totaling $2,000,000 to Galena and Tin Shield satisfying this requirement.

When completed, the AIM Listing Payment will replace the following payment obligations under the SPA:

- The $2,000,000 payment to the Sellers on the second anniversary of the approval vote by creditors for WUML's exit from administration (completed on June 10, 2018);
- The issuance of 2,000,000 common shares to the Sellers on delivery of a positive feasibility study or commencement of commercial production, whichever occurs first.

If a production decision is made for the South Crofty Tin Project, the Company will make a second payment of US$6,000,000 (payable in cash and/or common shares at the Company's election) to the Sellers within five business days of the completion and release to the Company of proceeds from any debt or equity financings to be used for project development (the "Development Payment"). The Development Payment will replace the Company's obligation to make a cash and / or common share payment to the Sellers equal to 25% of the Net Present Value ("NPV") of the project upon making a decision to go into production.

The March 2018 side letter included a longstop date that if the Company fails to list on AIM by January 1, 2019, the March 2018 side letter shall not apply and the terms from the original SPA will remain in force. On December 10, 2018 a further side letter was executed with Galena and Tin Shield which extended the longstop date to June 30, 2019.

9. EXPLORATION AND EVALUATION ASSETS – *Continued*

Cornish Lithium Exploration Option Agreement

In January 2017, one of the Company's indirect, wholly-owned subsidiaries and Cornish Lithium Limited ("CLL"), a private, UK company, entered into an exploration option agreement whereby CLL has the right to explore for, and potentially develop, lithium in hot springs brines and associated geothermal energy from the Company's mineral rights in Cornwall, UK. The Company will have a 25% free carried interest in the first project to have a bankable feasibility study completed on it, after which the Company will be required to contribute its share of development costs or be diluted. The Company will have a 10% free carried interest on subsequent development projects as well as a 2% gross revenue royalty payable from the production of metals from brines or from any geothermal energy produced and sold by CLL.

Under the terms of the agreement, CLL agreed to issue common shares with a value US$50,000 concurrently with its first financing (received – August 2017) and, to keep the agreement in good standing, to issue CLL common shares with a value of US$50,000 on the first (received – January 2018), second, third and fourth anniversary of the agreement. From the fifth anniversary date of the agreement, CLL will make annual payments of US$100,000, in cash or common shares of CLL, at its election. From the tenth anniversary date of the agreement, CLL will make annual payments of US$500,000 in cash or common shares of CLL, at its election, of which 50% of the payment will be considered an advance royalty payment. During the year ended January 31, 2018, the Company recorded a recovery against exploration and evaluation assets of $124,471 for the fair value of the CLL shares received.

Sleitat and Coal Creek Tin Properties, Alaska, U.S.A.

On July 24, 2015, the Company acquired the Sleitat and Coal Creek tin properties in Alaska (collectively, the "Properties") subject to the terms of a property purchase agreement (the "Agreement") with Osisko and Mr. R. Netolitzky, and their respective wholly-owned companies. Mr. Netolitzky was a director of the Company at the time of the acquisition. The Company acquired the Properties for total consideration of 6,500,000 common shares of the Company and a 2% NSR on the properties. The common shares were issued at $0.10 per share for a value of $650,000.

In addition to the shares and the NSR, the Company granted Osisko a first right of refusal on the sale of any future royalties on any of the Company's Properties.

(Expressed in Canadian dollars)

10. DEBT AND ROYALTY OPTION

On January 26, 2018, Strongbow completed a convertible note financing (the "Note") with Osisko, a significant shareholder of the Company, for gross proceeds of $7,170,000. The Note is convertible into a 1.5% NSR on all metals and minerals produced from the South Crofty Project (the "Osisko NSR"). The Note is secured by a first-ranking lien on all of the assets of Strongbow and its subsidiaries. If an event of default occurs under either the Note or the Osisko NSR, Osisko has the right to realize upon its security and become the owner of all of Strongbow's assets.

Osisko may not make a demand on the Note until the commencement of commercial production at the South Crofty Project (or otherwise upon the occurrence of an event of default). No interest is to be payable on the principal amount outstanding under the Note until December 31, 2021 (or otherwise on the occurrence of an event of default), after which time interest will accrue at an annual rate of 10%. If commercial production is not achieved at the South Crofty Project by December 31, 2025, all amounts owing under the Note would become due and payable.

Concurrently with this transaction, Strongbow and Osisko entered into a governance and financing agreement containing, among other things, the grant to Osisko of an option to purchase the Royalty in exchange for the Note (the "Royalty Option"). If, as and when Osisko exercises the Royalty Option, Strongbow and its affiliates will enter into a royalty agreement with Osisko (the "Royalty Agreement"), and Strongbow's performance and payment obligations will continue to be secured by the first ranking lien of Osisko. Once Strongbow has made royalty payments in excess of US$7.5 million, the scope of the first ranking liens will be reduced.

Strongbow received gross proceeds of $7,170,000 from the sale of the Note, which was recorded at a fair value of $4,283,486 using a 14% discount rate. The carrying value of the debt, net of transaction costs totalling $366,054 ($3,917,432), will be accreted up to the debt's face value over the estimated term of the debt. The difference between the gross proceeds received and the fair value recorded for the Note has been recorded as a Royalty Option. The Royalty Option is a non-financial liability that has been recorded at a cost of $2,886,514; transaction costs of $246,673 allocated to the Royalty Option on a pro-rata basis have been expensed in professional fees in the year ended January 31, 2018.

	Nine Months Ended October 31, 2018	Year Ended January 31, 2018
Opening balance	**$ 3,917,432**	$ 3,917,432
Accretion	**449,537**	-
Ending balance	**$ 4,366,969**	$ 3,917,432

11. LONG-TERM LIABILITY

Line of Credit

On March 15, 2016, Osisko, a significant shareholder of the Company, provided a $1,500,000 interest-free line of credit (the "Loan") to the Company to complete the acquisition of two royalties from Teck (Note 8). The Company must repay the Loan upon any sale of the Mactung project by the Government of the Northwest Territories; the Loan is secured by the royalties. Repayment of the Loan will be by conveyance of the royalties to Osisko at Osisko's election at any time after the sale of the Mactung project by the Government of the Northwest Territories, or in cash under certain other circumstances. Any failure to repay the Loan is considered an event of default (a "Default"). In the event of a Default, the $1,500,000 principal will be repayable immediately in cash and interest of 5% will also be payable, calculated from the drawdown date of the Loan to the date of repayment. The Loan is secured by a charge on the two royalties.

	Nine Months Ended October 31, 2018	Year Ended January 31, 2018
Opening balance	**$ 1,283,047**	$ 1,115,693
Accretion	**141,383**	167,354
Ending balance	**$ 1,424,430**	$ 1,283,047

(Expressed in Canadian dollars)

11. LONG-TERM LIABILITY – *Continued*

Line of Credit – *Continued*

The estimated present value of this payment obligation has been calculated using a discount rate of 15%. As at the March 2016 acquisition date, the Company estimated that the Mactung Project would be sold within a three-year period, thereby triggering a repayment of the $1.5 million line of credit. The $507,665 difference between the acquisition cost and the net present value of the loan has been treated as a capital contribution to the Company from Osisko, since Osisko is a significant shareholder of the Company.

12. CAPITAL AND RESERVES

Authorized Share Capital

At October 31, 2018, the authorized share capital is an unlimited number of common shares without par value. All issued shares are fully paid.

Share issuances

During the period ended October 31, 2018, 264,166 shares were issued in conjunction with the exercise of warrants resulting in net proceeds of $52,833 and 8,456,664 shares were issued to Galena and Tin Shield to satisfy a $2,000,000 property option agreement (Note 9).

Stock options and warrants

The Company has a “10% rolling” stock option plan (the “Plan”). The maximum aggregate number of common shares issuable pursuant to options awarded under the stock option plan and outstanding from time to time may not exceed 10% of the issued and outstanding common shares from time to time.

Under the terms of the Plan, options will be exercisable over periods of up to five years as determined by the Board of Directors and must have an exercise price not less than the closing market price of the Company's shares prevailing on the day that the option is granted. Under the Plan, the Board of Directors may from time to time authorize the grant of options to directors, officers, employees and consultants of the Company and its subsidiaries, or employees of companies providing management or consulting services to the Company or its subsidiaries.

The Plan provides that the directors have the discretion to impose vesting of options and that, unless otherwise specified by the directors, vesting will occur generally as to 20% on the grant date and 20% every three months thereafter, becoming fully vested one-year from the date of grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant.

Warrants were issued in conjunction with private placements of shares during the years ended January 31, 2017 and 2018.

As at October 31, 2018, the following stock options and warrants were outstanding:

	Number of Shares	Exercise Price	Number Exercisable	Expiry Date
Options	2,220,000	$ 0.11	2,220,000	October 23, 2020
	2,700,000	0.15	2,700,000	January 3, 2022
	2,540,000	0.20	2,032,000	November 3, 2022
Warrants*	10,610,250	0.20	10,610,250	November 23, 2018**
	2,766,666	0.20	2,766,666	November 25, 2018**
	1,610,000	0.20	1,610,000	December 21, 2018
	14,605,000	0.20	14,605,000	June 28, 2019
	3,621,000	0.20	3,621,000	July 15, 2019
	150,000	0.20	150,000	July 19, 2019

**All of the outstanding warrants are subject to the Acceleration Right described below*
*** Subsequent to the period end, 290,667 warrants were exercised at a price of $0.20 resulting in gross proceeds of $58,133. The remaining warrants expired without exercise.*

(Expressed in Canadian dollars)

12. CAPITAL AND RESERVES - *Continued*

Stock options and warrants – *Continued*

Acceleration Right – 2016 private placement financings

If on any 20 consecutive trading days the closing price of the Company's common shares (or the closing bid, if no sales were reported on a trading day) as quoted on the TSXV (or such other stock exchange, quotation system or market on which such shares are then listed) is greater than $0.50 during the term of the Warrants, then the Company may accelerate the expiry date of the Warrants to the 30th day after the date on which the Company gives notice to the subscriber of such acceleration in accordance with the Warrant. Any Warrants not exercised on or before such 30th business day will expire and will no longer be exercisable to acquire shares.

Stock options

As at October 31, 2018, the following stock options were outstanding:

	Number of Options	Weighted Average Exercise Price
Balance, January 31, 2018 and October 31, 2018	**7,460,000**	**$ 0.16**
Number of options currently exercisable as at October 31, 2018	**6,952,000**	**$ 0.15**

Warrants

Warrant transactions for the nine months ended October 31, 2018 are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 31, 2018	33,627,082	$ 0.20
Warrants exercised	(264,166)	0.20
Balance, October 31, 2018	**33,362,916**	**$ 0.20**

Share-based compensation

During the period ended October 31, 2018 and October 31, 2017, the Company granted no stock options.

During the year ended January 31, 2018, the Company granted 2,540,000 stock options to directors, officers, employees and consultants with an estimated fair value of $445,420. As at October 31, 2018, the stock options were 80% vested. The stock options are exercisable at $0.20 until November 3, 2022.

During the nine months ended October 31, 2018, the Company recorded $180,218 in share-based compensation expense (October 31, 2017 - $144,951).

(Expressed in Canadian dollars)

13. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the period ended October 31, 2018:

a) Paid $13,500 to North Arrow Minerals Inc. ("North Arrow"), a company with two common directors, for office space and administrative services (October 31, 2017 - $13,500); and

b) Paid $Nil for office rent (October 31, 2017 - $18,436) to Helio Resource Corp. ("Helio"), a company with two common directors, and $3,399 (October 31, 2017 - $6,579) as a cost reimbursement.

Included in receivables is $989 (January 31, 2018 - $Nil) due from Helio and Richard Williams, Strongbow's Chief Executive Officer, for the reimbursement of expenses.

Included in accounts payable and accrued liabilities is $513 (January 31, 2018 - $Nil) due to Helio for rent and the reimbursement of other expenses; $6,542 due to North Arrow for administrative services (January 31, 2018 - $2,000); $3,000 and $1,300 due to Richard Williams and Matthew Hird, Strongbow's Chief Financial Officer, respectively, for the reimbursement of expenses; and $Nil (January 31, 2018 - $11,008) due to KEA Minerals, a company controlled by Owen Mihalop, Strongbow's Chief Operating Officer.

Transactions with related parties concluded in previous years are disclosed in Notes 5, 8, 9, 10 and 11 of these financial statements.

Key management includes the Company's directors and officers. Compensation awarded to key management was as follows:

	Three Months Ended		**Nine Months Ended**	
	October 31, 2018	October 31, 2017	**October 31, 2018**	October 31, 2017
Salaries and benefits[1]	**$ 140,909**	$ 105,593	**$ 403,189**	$ 311,685
Share-based payments[2]	**16,579**	20,878	**122,392**	116,766
Total	**$ 157,488**	$ 126,471	**$ 525,581**	$ 428,451

1 Allocated $344,162 (October 31, 2017 - $198,334) to salaries and benefits and $59,027 (October 31, 2017 - $113,351) to professional fees.

2 Share-based payments are the fair value of options that have been granted and vested to directors and key management personnel.

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the nine months ended October 31, 2018 the significant non-cash transactions were:

a) The recognition of an $2,939,568 unrealized gain on marketable securities through the income statement;

b) Included in exploration and evaluation assets is capitalized depreciation of $68,689 and $87,788 which relates to accounts payable and accrued liabilities;

c) Included in deferred financing fees is $51,000 which relates to accounts payable and accrued liabilities; and

d) Included in property, plant and equipment is $218,076 which relates to accounts payable and accrued liabilities and $76,700 which relates to receivables;

During the nine months ended October 31, 2017 the significant non-cash transactions were:

a) The recognition of an $65,337 unrealized gain on marketable securities through the investment revaluation reserve and a related income tax recovery of $9,763;

b) Included in exploration and evaluation assets is capitalized depreciation of $64,239 and $40,577 which relates to accounts payable and accrued liabilities;

c) Included in deferred financing fees is $159,775 which relates to accounts payable and accrued liabilities; and

d) A $117,000 recovery of generative exploration costs was recognized through the income statement, representing the estimated fair value of 1,300,000 common shares of Westhaven received (Note 5).

15. CAPITAL MANAGEMENT

The capital of the Company consists of the items included in capital and reserves. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Company's objective for capital management is to plan for the capital required to support the Company's ongoing acquisition and exploration of its exploration and evaluation assets and to provide sufficient funds for its corporate activities.

The Company's exploration and evaluation assets are in the exploration stage. As an exploration stage company, the Company is currently unable to self-finance its operations. The Company has historically relied on equity financings and, in recent years, asset sales or exploration option agreements to finance its operations. In order to carry out the Company's planned exploration programs and to pay for administrative costs, the Company will spend its existing working capital and raise additional funds as required. To effectively manage the Company's capital requirements, the Company's management has in place a planning and budgeting process. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach to capital management during the period.

(Expressed in Canadian dollars)

16. SEGMENTED INFORMATION

The Company operates in one business segment, being the exploration and evaluation of mineral properties in North America and the United Kingdom as follows:

	As at October 31, 2018				As at January 31, 2018			
	Canada	**United States**	**United Kingdom**	**Total**	Canada	United States	United Kingdom	Total
Deposits	$ 10,964	$ -	$ 25,580	**$ 36,544**	$ 10,964	$ -	$ 18,129	$ 29,093
Property, plant and equipment	4,655	-	4,733,858	**4,738,513**	7,572	-	1,500,727	1,508,299
Royalties	1,500,000	-	-	**1,500,000**	1,500,000	-	-	1,500,000
Exploration and evaluation assets	-	858,471	6,218,049	**7,076,520**	-	803,517	4,938,112	5,741,629

17. CONTINGENT LIABILITY

Upon the Company achieving admission to AIM, the Company is contracted to pay US$6,000,000 to the Sellers, as defined in Note 9, under the terms of a side letter to the SPA, less application of a payment of $2,000,000 made on June 10, 2018 satisfied through the issuance of 8,456,664 common shares. Furthermore, if a positive production decision is made for the South Crofty tin project, the Company will make a second payment of US$6,000,000 to the Sellers when funding for the project is completed and advanced (Note 9).

Such payments constitute contingent liabilities at the reporting date. Should these payments crystallise, the charge for these liabilities would be recognised directly in profit or loss.

18. SUBSEQUENT EVENTS

a) ***Exercise of warrants***: In the period between November 1, 2018 and December 18, 2018, 290,667 warrants were exercised at a price of $0.20 resulting in gross proceeds of $58,133; and

b) ***Disposal of marketable securities***: In the period between November 1, 2018 and December 18, 2018, a further 633,500 common shares of Westhaven were disposed resulting in net proceeds of $675,771.

c) ***Extension of longstop date***: As disclosed in Note 9, the March 2018 side letter included a longstop date that if the Company fails to list on AIM by January 1, 2019, the March 2018 side letter shall not apply and the terms from the original SPA will remain in force. On December 10, 2018 a further side letter was executed with Galena and Tin Shield which extended the longstop date to June 30, 2019.